

Exhibit 1

Nancy L. Worley
Secretary of State

P.O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

I, Nancy L. Worley, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

Homecomings Financial, LLC

a foreign limited liability company organized under the laws of the State of **Delaware** having met the requirements of Alabama law by filing duplicate application for registration and, by having paid appropriate registration fees, is now duly registered as a foreign limited liability company in the State of Alabama.

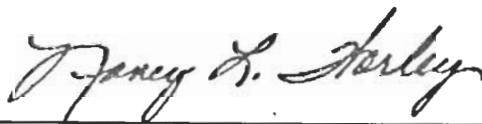
Accordingly, the undersigned, as such Secretary of State and by virtue of the authority vested in her by law, hereby issues this Certificate of Registration for

Homecomings Financial, LLC

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

October 10, 2006

Date



Nancy L. Worley

Secretary of State





G. THOMAS SURTEES
Commissioner

State of Alabama Department of Revenue

Montgomery, Alabama 36132
(www.ador.state.al.us)

CYNTHIA UNDERWOOD
Assistant Commissioner
LEWIS A. EASTERLY
Secretary

NOTICE TO NEWLY QUALIFIED COMPANIES

Under Alabama Code Section 40-14A-22(a), any company that comes into existence, qualifies or registers to do business, or commences doing business in Alabama must file an initial Alabama Business Privilege Tax return within two and one-half months of the date of qualification; no extension of time to file is available on the initial return. Forms and detailed instructions are available at the Alabama Department of Revenue website link: http://www.ador.state.al.us/incometax/bpt_index.htm.

If you have questions concerning the Alabama Business Privilege Tax return, you may contact a Department representative at (334) 353-7923. For questions concerning other types of taxes that your company may need to file, such as, Sales and Use Tax, Withholding Tax, etc., please contact the Department's Central Registration Unit at (334) 242-1170 for additional information.

NANCY L. WORLEY
SECRETARY OF STATE



First Floor, State Capitol
Suite S-105
600 Dexter Avenue
P.O. Box 5616
Montgomery, Alabama 36103-5616

State of Alabama

October 11, 2006

Ethleen Bazzell
CSC
150 S Perry St
Montgomery AL 36104

Re: Homecomings Financial, LLC,
a Delaware Limited Liability Company

Dear Sir or Madam:

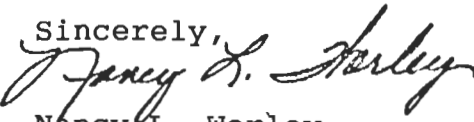
This letter acknowledges receipt of your Application for Registration and \$85.00 filing fee. Your Registration permitting your business entity's authority to transact business in the state of Alabama has been granted as of October 10, 2006.

Enclosed you will find a filed copy and/or Certificate of Registration. Thank you for doing business in Alabama.

You are required to file the Business Privilege Tax Return (BPT) with the Alabama Department of Revenue. You have two and a half months from the date the Certificate of Registration is granted in the State of Alabama to file the BPT forms. You may download a copy of the BPT forms from the Alabama Department of Revenue website address located at www.ador.state.al.us. For additional information or specific instructions, please call the Alabama Department of Revenue at (334) 353-7923.

If you are unable to download a copy of the BPT forms or if you do not have Internet access, you may obtain the BPT forms from the Alabama Department of Revenue, Privilege Tax Division or from the Corporations Division of the Alabama Secretary of State's Office.

For further assistance in this or any other matter, please feel free to contact this office at (334) 242-5324

Sincerely,

Nancy L. Worley
Secretary of State

NLW/rb
Enclosures

FILED IN OFFICE

OCT 10 2006

SECRETARY OF STATE

STATE OF ALABAMA

FOREIGN LIMITED LIABILITY COMPANY
APPLICATION FOR REGISTRATION

INSTRUCTIONS:

STEP 1: THE FOREIGN LIMITED LIABILITY COMPANY APPLICATION FOR REGISTRATION FILING FEE IS \$75.

STEP 2: MAIL TWO ORIGINAL COPIES OF THIS APPLICATION AND THE \$75 FILING FEE TO: SECRETARY OF STATE,
CORPORATIONS DIVISION, P.O. Box 5616, MONTGOMERY, AL 36103.

STEP 3: IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT THE CORPORATIONS DIVISION AT (334)242-5324.

PURSUANT TO THE PROVISIONS OF THE ALABAMA LIMITED LIABILITY COMPANY ACT, THE UNDERSIGNED HEREBY ADOPTS THE FOLLOWING APPLICATION FOR REGISTRATION.

1. The name:

Homecomings Financial, LLC

2. The registered name (must contain the words Limited Liability Company or L.L.C.):

3. State of Formation: Delaware Date of Formation: 10/6/2006

4. The address of the public office where your Articles of Organization are filed:

840 Secretary of State of Delaware, 401 Federal St.

Dover, DE 19901

5. The nature of business:

Residential Mortgage Lending

6. The name and street address (No PO Box) of the registered agent in Alabama for service of process:

CSC-Lawyers Incorporating Service Incorporated

150 South Perry Street, Montgomery, Alabama 36104

7. The address of the principal office:

8400 Normandale Lake Blvd., Suite 250

Minneapolis, MN 55437

8. The above named Foreign Limited Liability Company consents to service of process on it by registered mail addressed to the Foreign Limited Liability Company at the office required to be maintained in the state of organization by the laws of that state or, if not so required, at the principal office of such Foreign Limited Liability Company, if the agent appointed above cannot be found or served with the exercise of reasonable diligence.

Sworn to this 22nd day of September, 2006

RECEIVED

Horsham, PA

City and State

DLM Appleget

Signature of Authorized Member or Manager

Rev. 4/2000

OCT 10 2006

SECRETARY
OF STATE